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Counsel to Cyrus Capital Partners, L.P.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	Chapter 11
In re:)	
)	Case No. 18-23538 (RDD)
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,)	
)	(Jointly Administered)
Debtors.)	
)	Hearing Date: December 20, 2018
)	Re: Docket Nos. 872, 1136, 1202, 1207,
_____)	1234

**JOINDER OF CYRUS CAPITAL PARTNERS, L.P. TO THE DEBTORS' OMNIBUS
REPLY TO OBJECTIONS TO JUNIOR DEBTOR-IN-POSSESSION FINANCING**

Hearing Date and Time: December 20, 2018 at 10:00 a.m. (Eastern Time)

TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:

Cyrus Capital Partners, L.P. (“Cyrus”) hereby submits this joinder (the “Joinder”) to the Debtors’ *Omnibus Reply to Objections to Junior Debtor-in-Possession Financing* (the “Response”) to the: (i) *Limited Objection of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent to Entry of a Final Junior DIP Order (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing and (B) Grant Secured Priming Liens and Superpriority Administrative Expenses Claims; (II) Modifying the Automatic Stay and (III) Granting Related Relief* [Dkt. 1207]; (ii) *Limited Objection of Mien Ltd to Debtors’ Motion for Authority to (A) Obtain Postpetition Financing, (B) Use Cash Collateral, (C) Grant Certain Protections to Prepetition Secured Parties, and (D) Schedule Second Interim and Final Hearing with Respect to Junior DIP Financing* [Dkt. 1202]; (iii) *Objection of Luxottica Retail North America Inc. to Debtors’ Supplemental Motion for Authority to (i) Obtain Junior Postpetition Financing and (ii) Schedule Final Hearing* [Dkt. 1234]; and (iv) *Certain Texas Taxing Entities Limited Objection to Debtors’ Motion for Entry of Order Approving the Sale of Sears’s Home Improvement Business in Accordance with the Stalking Horse Agreement and Granting Related Relief* [Dkt. 1136] (collectively, the “Objections”). In support of this Joinder, Cyrus respectfully states as follows:

JOINDER AND RESERVATION OF RIGHTS

1. Cyrus agrees with the arguments raised by the Debtors in their Response to the Objections to their *Supplemental Motion for Authority to (I) Obtain Junior Postpetition Financing and (II) Schedule Final Hearing* (“Junior DIP Motion”) [Dkt. 872],¹ including that

¹ Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Junior DIP Motion.

entering into the Junior DIP Financing with Cyrus was within the proper exercise of the Debtors' business judgment. Accordingly, Cyrus expressly joins, adopts, and incorporates such arguments as set forth therein and respectfully requests that the Court deny the Objections.

2. Cyrus reserves the right to supplement and join in any other filings and to present further arguments at any hearing on the Motion.

Dated: December 18, 2018
New York, New York

**MILBANK, TWEED, HADLEY & McCLOY
LLP**

By: /s/ Thomas R. Kreller

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